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And Source Enterprises, Inc., the Reorganized Debtor*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
SOURCE ENTERPRISES, INC., <u>et al.</u> ,	:	Case No. 06-11707 (AJG)
	:	
Debtors.	:	Jointly Administered
	:	
-----X		

**COUNTER-DESIGNATION OF CONTENTS FOR RECORD ON APPEAL AND  
RESPONSE TO STATEMENT OF ISSUES PRESENTED**

Pursuant to Fed. R. Bankr. P. 8006, Source Enterprises, Inc. ("Enterprises"), Source Entertainment, Inc. ("Entertainment"), and Source Magazine, LLC ("Magazine"), debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors" or "Appellees"),<sup>1</sup> respectfully submit this counter-designation (the "Counter-Designation") of items to be included in the record on appeal to the United States District Court for the Southern District of New York from:

Order Confirming the Debtors' Fourth Amended Plan of Reorganization, Dated August 22, 2007, under Bankruptcy Code Section 1129 and Bankruptcy Rule 3020 [Docket No. 390]

On October 11, 2007, Windels Marx Lane & Mittendorf, LLP (the "Appellant") serviced a Notice of Appeal [Docket No. 398] regarding the order listed above (the "Appeal").

<sup>1</sup> The Debtors include Enterprises, Entertainment, Magazine, and also each of the following entities and pseudonyms by which Enterprises, Entertainment, and/or Magazine have been known and/or done business, including: Source Entertainment, LLC, a California company; Source Holdings LLC, a Delaware company; Source Merchandising LLC, a New York company; The Source.com, LLC, a New York company; Source Sound Lab, LLC, a Delaware company; Source Music, LLC, a New York company; Source Broadcast Media, LLC, a New York company; The Source; Source Publications, Inc.; Source Magazine; The Source Magazine; The Source Awards; Hip-Hop Hits; Source Sports; Unsigned Hype LLC; and Source Media and Merchandising, Inc.

Subsequently, on October 22, 2007, Appellant distributed its Designation of Contents for Inclusion in Record on Appeal and Statement of Issues on Appeal (Docket No. 410) (the “Appellant’s Designation”).

The Appellees respectfully submit this counter-designation in response to the Appellant’s Designation.

**I. Counter-Designation Of Documents  
To Be Included In The Record On Appeal**

Appellees designate the following additional items from the bankruptcy case docket (Case No. 06-11707 (AJG)<sup>2</sup>) for inclusion in the record on appeal:<sup>3</sup>

1. Final Order Authorizing Secured Financing Pursuant to Section 364 of the Bankruptcy Code [Docket No. 73];
2. Voluntary Petition for Source Entertainment, Inc. (Bankr. S.D.N.Y. Case No. 07-11243 (AJG) [Docket No. 1]);
3. Voluntary Petition for Source Magazine, LLC (Bankr. S.D.N.Y. Case No. 07-11245 (AJG) [Docket No. 1]);
4. *Ex Parte* Order Directing Joint Administration of Cases Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure [Docket No. 210];
5. Order Directing That Certain Orders Entered in the Chapter 11 Cases of Source Enterprises, Inc. Be Made Applicable to Cases Filed by Affiliates [Docket No. 211];
6. Source Debtors’ Second Amended and Consolidated Summary of Schedules, Schedules and Statement of Financial Affairs [Docket No. 252];
7. Operating Statement for the Period May 1, 2007 to May 31, 2007 [Docket No. 249];
8. Operating Statement for the Period June 1, 2007 to June 30, 2007 [Docket No. 275];
9. Operating Statement for the Period July 1, 2007 to July 31, 2007 [Docket No. 346];

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<sup>2</sup> Where documents from the Debtors’ jointly administered cases are included, the respective case and docket numbers are specified below.

<sup>3</sup> Each of the documents designated herein to be included in the record on appeal includes all exhibits, schedules and other attachments related to such documents.

10. Operating Statement for the Period August 1, 2007 to August 31, 2007 [Docket No. 369];
11. Operating Statement for the Period September 1, 2007 to September 30, 2007 [Docket No. 403];
12. Notice of Second Amendment and Waiver Extending Maturity Date of Amended and Restated DIP Credit Facility Secured Promissory Note [Docket No. 332];
13. Notice of Filing of Forms of Notices, Ballots, Plan Support Letters and Plan Summary for Use in Debtors' Plan Solicitation [Docket No. 359];
14. Fourth Amended Plan of Reorganization of the Source Debtors [Docket No. 361];
15. Affidavit of James Katchadurian of Epiq Bankruptcy Solutions, LLC Regarding the Methodology for the Tabulation and Results of Voting with Respect to the Fourth Amended Plan of Reorganization of the Source Debtors Under Chapter 11 of the Bankruptcy Code [Docket No. 379];
16. Declaration of Jeremy Miller in Support of the Fourth Amended Plan or Reorganization of the Source Debtors [Docket No. 380];
17. Declaration of Jeffrey C. Scott in Support of Confirmation of the Fourth Amended Plan of Reorganization of the Source Debtors [Docket No. 381];
18. Declaration of David Berliner in Support of Confirmation of the Fourth Amended Plan of Reorganization of the Source Debtors [Docket No. 382];
19. Official Committee of Unsecured Creditors' Statement in Support of Confirmation of the Fourth Amended Plan of Reorganization of the Source Debtors (With Exhibit) [Docket No. 383];
20. Memorandum of Law in Support of Confirmation of the Source Debtors' Fourth Amended Plan of Reorganization Dated August 22, 2007 and Response to Objections [Docket No. 384]; and
21. Notice of (I) Occurrence of Effective Date of Debtors' Fourth Amended Plan of Reorganization and (II) Deadline For (A) Filing Rejection Damages Claims and (B) Administrative Claims, Except to the Extent A Prior Bar Date Applies [Docket No. 424].

**II. Counter-Statement Of Issues On Appeal**

22. In accordance with Fed. R. Bankr. P. 8010(a)(2), Appellees reserve the right to present a counter-statement of issues in their appellate brief.

**III. Reservation Of Rights**

23. Appellees reserve the right to: (a) supplement, amend or modify this Counter-Designation as appropriate, (b) move to strike items designated in

Appellant's Designation that are inappropriate and make any related arguments as to the propriety of including any such items designated in Appellant's Designation and (c) move to dismiss the subject appeal as moot in light of the occurrence of the "Effective Date," as defined in the Debtors' confirmed Chapter 11 plan of reorganization.

Dated: November 1, 2007  
New York, New York

**CURTIS, MALLET-PREVOST,  
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